

BYLAWS OF

**THE INTERNATIONAL NETWORK FOR SIMULATION-BASED PEDIATRIC
INNOVATION, RESEARCH, AND EDUCATION (“INSPIRE”)**

ARTICLE I. NAME OF ORGANIZATION

The name of this organization shall be the International Network for Simulation-based Pediatric Innovation, Research, and Education (INSPIRE) (hereinafter referred to as “INSPIRE or Society”), a not-for-profit corporation incorporated in the State of Kansas. INSPIRE shall operate under the purposes set forth in its Articles of Incorporation.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

INSPIRE is organized exclusively for research, educational, and scientific purposes and is to improve the lives of children through healthcare simulation science.

Section 2. Specific Purpose

Our overall vision is to serve as a global community that catalyzes discoveries and promotes collaboration in simulation-based research, scholarship, and innovation. INSPIRE’s core values are community, discovery, and integrity. We strive to create a collaborative environment, with open sharing of ideas and accessibility between members, while breaking down silos. We encourage innovation through taking risks and challenging the status quo, and we believe in transparency, trust, respect, and high standards for quality in all of our endeavors.

ARTICLE III. MEMBERSHIP

Section 1. Membership Structure, Privileges & Responsibilities

Membership in INSPIRE shall be on a voluntary basis and shall be open to any individual within the worldwide simulation and medical community. Each member shall have the responsibility to support the purposes and functions of INSPIRE. Membership in INSPIRE implies acceptance of and adherence to the standards set forth in these Bylaws.

The Board of Directors decides on the admittance of new members and shall have the authority to establish and define voting and non-voting categories of membership.

Section 2. Dues/Donations

Individual and corporate donations are accepted as means of support for the Society. Membership dues, and what benefits those dues include, of members shall be determined by and voted on by the Board of Directors. A two-thirds (2/3) majority of the Board is required.

Section 3. Resignation and Termination

Any INSPIRE community member may resign at any time by written notice to the INSPIRE Board of Directors, while such resignation does not grant a refund of any dues assessed or donation.

Membership may be denied or withdrawn under such conditions prescribed by these Bylaws. Denial of membership will not be made because of sex, age, race, ethnicity, religion, or national origin. A member can have their membership denied or withdrawn by a majority vote of the Board of Directors.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Business Meeting

A Business Meeting shall be held each year to update the membership on the state of the Society.

The site of the meeting shall be determined by the Board of Directors and can be held electronically. The membership shall be notified of the meeting at least one month in advance.

There may be additional business meetings convened at the discretion of the Board of Directors.

Section 2. Quorum

All voting members of INSPIRE present at a Business Meeting shall constitute a quorum for that meeting. A simple majority of all voting members present is necessary to carry a vote.

ARTICLE V. Board of Directors

The affairs of INSPIRE shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Society.

Section 1: Composition

The number of Board of Directors Members shall be fixed from time-to-time by the Co-Chairs but shall consist of no less than four (4) nor more than fifteen (15) including the following officers: three (3) Co-Chairs (1 Acting Chair, 1 Incoming Chair, and 1 Immediate Past Chair), Secretary and the Treasurer.

Section 2: Qualifications & Eligibility

- In order to accept a nomination for office of the Board of Directors, a candidate must have been a member in good standing for at least two years. It is desirable that a candidate has previously been an active member on a committee.
- In addition to the above, candidates for the officer positions of the Co-Chair, Secretary or Treasurer should have 1 year of service on the Board of Directors, shown active involvement in INSPIRE matters, and served 1 year of service on a committee or as the chair of an INSPIRE meeting. The term for these elected officer positions is three years.
- Newly elected members of the Board of Directors who have not served before shall serve initial two-year terms. Junior/trainee board members shall serve initial one-year terms. At the conclusion of the initial term, members of the Board of Directors may serve one additional term. This extension is at the discretion of and granted by a consensus of the Co-Chairs. Their terms shall be staggered so that approximately one-third (1/3), but no more than one-half (1/2), of all members of the Board of Directors shall expire simultaneously.

Section 3: Selection and Term of Office

Selection - Open positions of the Board of Directors shall be elected by the voting members of INSPIRE or appointed by the Board of Director each year. Elections shall be conducted electronically or by paper ballot. A simple majority is required to determine the winning candidate. If a simple majority is not reached, then a run-off election shall be held between the two individuals receiving the highest number of votes. A person who was nominated for an elected position and did not win may still be appointed to one of the open appointment positions.

Term of Office - Officers and directors shall serve for a period as outlined for their position. Board of Directors members and officers shall assume the title and duties of their offices at the start of the next academic year (July) immediately following the election.

Section 4: Resignation, Vacancies and Removal

Resignation - Board of Directors members may choose to resign at any time. The resignation shall be submitted to the INSPIRE Co-Chairs in writing.

Vacancies - Vacancies shall be filled according to the following:

- If the office of acting Chair becomes vacant, the incoming Co-Chair shall assume the office to complete the term.

- If a vacancy occurs in any other Board of Directors member or officer position, the vacancy may be filled at the discretion of the Co-Chairs for the balance of the term subject to confirmation by the Board of Directors.

Removal - An Officer or member of the Board of Directors may be removed by a two-thirds (2/3) majority vote of the Board of Directors as a result of conduct detrimental to INSPIRE, inappropriate use of INSPIRE funds, or other substantive inappropriate actions.

Section 5. Meetings

Timing & Notice - The Board of Directors shall meet at least quarterly. Additional meetings may be convened at the discretion of the Chairs. Meetings may take place face to face, via video or teleconferencing or any other agreed upon technology. Notice of additional meetings will be given at least two (2) days in advance.

Quorum - A simple majority of the members of the Board of Directors shall constitute a quorum at meetings of the Board, including but not limited to any meetings as required under ARTICLE IX: INDEMNIFICATION. A simple majority is required to carry a vote, unless the act of a greater number is required by law or by these by-laws.

Resolutions - Resolutions of the Board of Directors on a proposed motion may also be taken without a meeting, if a consent in writing, setting forth the action so taken, by electronic data transmission and ratified in the minutes of the next scheduled meeting.

Section 6. Compensation

The volunteers of the Society shall work in an honorary capacity and only be reimbursed for their actual costs and expenses previously agreed upon in the approved annual budget. No Officer or Director shall receive compensation for service on the Board of Directors.

Section 7. Confidentiality

Directors shall not discuss or disclose information about the Society or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Societies' purposes or can reasonably be expected to benefit the Society. Directors shall use discretion and good business judgment in discussing the affairs of the Society with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Society, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement and conflict of interest statement attached hereto as Attachments A and B and consistent herewith upon being voted onto and accepting appointment to the Board of Directors. The Board of Directors, in its sole discretion,

may revise the aforesaid attached agreements as it deems appropriate at any point in the future and require re-execution of either agreement by any Member, Director, Officer, or Council member within a reasonable amount of time. Refusal to sign either agreement may warrant disqualification or removal from any position within the Society for which said agreement is reasonably required.

Section 8. Advisory Council

An Advisory Council may be created whose members shall be selected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Society providing expertise and professional knowledge.

Section 9. Parliamentary Procedure

Robert's Rules of Order (newly revised) shall govern the conduct of business of INSPIRE in all cases in which they are applicable and are not in conflict with these bylaws or other policies or rules of this Society. A parliamentarian may be appointed or retained by the Board of Directors for any meeting of INSPIRE membership or Board deemed necessary by the Co-Chairs.

ARTICLE VI. OFFICERS

The officers of this Board of Directors shall be the three (3) Co-Chairs (1 Acting Chair, 1 Incoming Chair, and 1 Immediate Past Chair), the Secretary and the Treasurer. All officers must have the status of active members of the Board.

The Co-Chairs, in intervals between meetings of the Board of Directors, may transact any practical management or business of the Society that has been expressly delegated to the Co-Chairs by the Board of Directors.

If so stipulated and expressly reserved in writing by the Board of Directors, actions delegated to the Co-Chairs may be subject to subsequent approval by the Board and the Co-Chairs must disclose to any third party related to the delegated task that they do not have the authority to bind INSPIRE until such ratification from the Board is given.

The rules and the quorum applied to the Board of Directors shall also apply to the Co-Chairs.

Section 1. Duties of the Officers

CO-CHAIRS

The Co-Chairs ensure that the Board of Directors fulfills its responsibilities for the governance of the Society. The Co-Chairs work in partnership with the Executive Director to achieve the mission

of the Society. The Co-Chair's term is three years (1 year as incoming, 1 year as acting and 1 year as immediate past) and is staggered.

The three Co-Chairs collaborate to ensure continuity in the role, to become familiar with the programs of the Society and its governance, and to develop and facilitate officer transition. The incoming Co-Chair shall automatically take up the office of acting Co-Chair at the end of the first year of their three-year term. The acting Co-Chair shall automatically become immediate past Co-Chair at the end of the second year of their three-year term and their predecessor shall step down from this office.

The duties of the Acting and Incoming Co-Chairs shall be:

- To preside over and prepare the agendas for all Board of Directors and Business Meetings.
- To provide leadership, vision and direction for INSPIRE.
- To have final signature authority on behalf of INSPIRE as the legal representative of the Society.
- To serve as an ex-officio member of all committees.
- To appoint individuals to fill any vacated positions on the Board of Directors.
- To assume other responsibilities as directed by the Board of Directors.

The duties of the Immediate Past Co-Chair shall be:

- To attend all Business and Board of Directors meetings.
- To serve as advisor to the acting and incoming Co-Chairs and the Board of Directors.
- To cultivate partnerships and engage in intentional relationship building with stakeholders.
- To chair the leadership development committee
- To assume other responsibilities as directed by the Chair.

SECRETARY

The Secretary is the conduit of information and communication between the Board of Directors and the Membership. The Secretary term is three years.

The duties of the Secretary/Treasurer shall be:

- To attend all Business and Board of Directors meetings.
- To be responsible for the minutes of the Board of Directors and Business meetings.
- To chair the bylaws committee
- To oversee the retention of all INSPIRE records.
- To ensure that notices of meetings are sent to the membership.

TREASURER

The Treasurer oversees the Society's financial management to ensure the Board of Directors and staff understand their fiduciary responsibility. The Treasurer's term is three years.

The duties of the Treasurer shall be:

- To attend all Business and Board of Directors meetings.
- To oversee the funds and financial matters of INSPIRE.
- To present an annual financial report to the membership.
- To have signatory authority for tax and financial purposes.
- To assume other responsibilities as directed by the Co-Chairs.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Board of Directors may create committees as necessary to carry out the work of the Society. The Board of Directors shall determine the scope of action of such committees.

The Standing committees include:

- The **Bylaws** committee shall perform a review of the Society Bylaws every three years, or as needed, and provide recommended amendments (if applicable) of these Bylaws to the Board of Directors.
- The **Leadership Cultivation** committee shall solicit nominees for INSPIRE leadership positions from the voting membership and present candidates for election to the Board of Directors.
- The **Finance & Audit** committee shall provide financial reports, recommendations, and guidance to the Board of Directors. They are responsible for reviewing and authorizing internal and external financial audits as required by applicable laws or as otherwise deemed necessary to effectively provide oversight for INSPIRE's financial status and integrity.
- The **Scientific Review** committee is responsible for overseeing and coordinating the consult and ALERT processes. These function as primary entrance points into the network and a core business function.

Section 2: Committee Chairs

All committee chairs shall be appointed by the Co-Chairs, subject to confirmation by the Board of Directors, immediately following the election and will assume the title and duties of their

appointments at the start of the next academic year (July). All committee chairs must be voting members of INSPIRE.

Committee Chairs shall serve a minimum of a two-year term and reappointment will be at the discretion of the Co-Chairs. If, for whatever reason, a Committee Chair cannot complete their term, the Co-Chairs will appoint a new chair.

Section 3: Committee Membership

Committee members will be selected by the committee chair and notification will be provided as information to the Board of Directors. Membership on all committees is open to any class of membership in INSPIRE, voting and non-voting. By design, each committee should strive to have a membership which represents the diversity of the INSPIRE membership.

Any committee member may be removed for any non-discriminatory purpose by the person or persons authorized to appoint such member whenever in their judgment the interests of INSPIRE shall be served by the removal.

Section 4: Committee Responsibilities

The composition, qualifications, term of office, responsibilities and meetings shall be developed by the Committees and specified in policies and procedures manual of the Society.

ARTICLE VIII. CORPORATE STAFF

Section 1: Headquarters and Executive Director

The headquarters and Executive Office shall be in a location designated by the Board of Directors. The business of the Executive Office shall be under the direction of the Executive Director who is hired by the Board of Directors, or a management firm contracted by the Board of Directors to conduct INSPIRE's operations.

The Executive Director shall perform duties as described in the current Management Services Agreement. No officer or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board meetings as shall be required by the Co-Chairs or the Board of Directors. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director shall serve as ex officio, a member without vote, of the Board of Directors. The Executive Director shall have prior notice of and the right to be present at all meetings of the Board of Directors, except during executive sessions. The Executive Director shall not be counted in the quorum, shall not make motions, but may fully participate in discussion and debate.

ARTICLE IX. INDEMNIFICATION

Section 1: Definitions

"Matter" shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals there from, or any criminal, administrative, or congressional (or other body's) investigation, hearing, or other proceeding.

"Eligible Person" shall mean any person who at any time was or is an officer, director, member of any committee or subcommittee, agent, employee, or volunteer of the Society.

Section 2: Right to Indemnification

Any Eligible Person made a party to or respondent in a Matter by reason of his or her position with or service to the Society shall, to the fullest extent permitted by law, be indemnified by the Society against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which (i) the Eligible Person failed to act in good faith; (ii) in the case of a criminal Matter, the Eligible Person had reasonable cause to believe that his or her conduct was unlawful; (iii) the Eligible Person shall be adjudged to be liable for misconduct or negligence in the performance of a duty; or (iv) the Eligible Person has violated the Society's bylaws or professional standards.

Section 3: Limitation on Right to Indemnification

Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i) the Board of Directors (acting by a quorum consisting of the Board of Directors members who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section B above; or (ii) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in paragraph Section B above. However, the Board may in its sole discretion decide to indemnify any Eligible Person even though that person met or was reasonably likely to meet any of the exceptions set forth in Section B above, if the Board believes it is in the best interest of the Society to do so based on the totality of the circumstances.

Section 4: Other Rights

The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of his or her heirs, executors, or other lawful representative.

Section 5: Interim Indemnification

The Society shall, with respect to a Matter described in Section B, advance attorneys' fees as interim indemnification to any Eligible Person if the following conditions are satisfied: (i)(a) the Board of Directors (acting by a quorum consisting of the Board of Directors members who are not involved in such litigation) determines that the Eligible Person is likely to meet the applicable indemnification standard set forth in Section B above or (b) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that the Eligible Person is likely to meet the applicable indemnification standard set forth in Section B above; and (ii) the Eligible Person (a) requests interim indemnification, (b) agrees to repay the interim indemnification promptly upon a determination unfavorable to him or her under Section C, and (c) deposits a bond or equivalent security.

Section 6: Insurance

The Board of Directors may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the Society would have the power to indemnify the person against that liability under law.

ARTICLE X. BOOKS AND RECORDS

The Society shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XI. DISSOLUTION

Net Assets

- A three quarters (3/4) majority vote of the Board of Directors members shall be required to dissolve the Society.
- In the event of dissolution of the Society, the net assets of the corporation shall be applied and distributed as follows:
 - Liabilities and obligations shall be paid, satisfied, and discharged or adequate provision shall be made thereof.
 - Distribution of assets: The Board of Directors will determine the remaining assets and the distribution of assets to simulation-related projects and/or organizations who qualify under the federal rules and regulations as 501(c)(3) organizations under the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, state, or local government for a public purpose.

ARTICLE XII. FISCAL YEAR & BUDGETING

The fiscal year of INSPIRE shall be January 1 through December 31.

The Treasurer and Executive Director will prepare an annual budget for review by the Finance and Audit Committee. The Finance and Audit Committee shall be responsible for making budget recommendations to the Board of Directors.

ARTICLE XIII. INTELLECTUAL PROPERTY

The use of all INSPIRE intellectual property, including but not limited to INSPIRE's name, acronym and logo, shall be determined by policies and procedures adopted by the Board of Directors.

ARTICLE XIV. STATE AND FEDERAL EXEMPTION

- Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes specified in Section 501(c) (3) of the Internal Revenue Code of 1954 and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c) (3) or corresponding provisions of any subsequent federal tax laws.
- No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC Section 501(h) and participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
- In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c) (3) or corresponding provisions of any subsequent federal tax laws, or to the federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Kansas.

ARTICLE XV. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Membership may amend these Bylaws at any regular or special business meeting by a simple majority of the voting members present, provided that notice of the proposed amendments has been communicated to the voting members at least one month in advance of the meeting. The Meeting can be in-person or virtual and voting will take place through electronic or written means. Bylaws amendments become effective immediately upon approval unless otherwise indicated as a part of the proposal.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 12 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

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